

**CHAPMAN AND CUTLER LLP**

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December 12, 2007

RECORDATION NO. 27204-F FILED

Salt Lake City  
201 South Main Street  
Salt Lake City, UT 84111  
(801) 533-0066

Mr. Vernon A. Williams, Secretary  
Surface Transportation Board  
395 E Street, S.W.  
Washington, DC 20423-0001

DEC 12 '07 -8 30 AM

**SURFACE TRANSPORTATION BOARD**

Re: **BNSF Railway Company  
Leveraged Lease Financing  
BNSF 2007-L**

Dear Mr. Williams:

I am enclosing for recording pursuant to Section 11301 of Title 49 of the United States Code, two original copies of the Memorandum of Lease Supplement No. 2 (BNSF 2007-L), dated as of December 13, 2007, between BNSF Railway Company, as lessee (the "*Lessee*") and First Chicago Leasing Corporation, as lessor (the "*Lessor*"), a secondary document as defined in the Surface Transportation Board's Rules for the Recordation of Documents.

The enclosed document relates to the Memorandum of Equipment Lease Agreement (BNSF 2007-L), dated as of October 16, 2007, between Lessor and Lessee which was recorded on October 15, 2007 at 10:15 A.M. under Recordation Number 27204.

The names and addresses of the parties to the enclosed document are as follows:

Lessee: **BNSF Railway Company  
2500 Lou Menk Drive  
Fort Worth, Texas 76131-2828**

Lessor: **First Chicago Leasing Corporation  
c/o JPMorgan Capital Corporation  
10 South Dearborn Street  
Mail Code IL1-0502  
Chicago, Illinois 60603  
Attention: President**

The equipment covered as of the date hereof by the aforesaid Memorandum of Lease Supplement No. 2 consists of the following:

Law Offices of  
**CHAPMAN AND CUTLER LLP**

**402 Gunderson Covered Hoppers within the series BNSF 486532 through BNSF 486997, all as more specifically described in Exhibit A attached hereto.**

**A short summary of the document to appear in the index follows:**

**Memorandum of Lease Supplement No. 2 (BNSF 2007-L) between First Chicago Leasing Corporation, as Lessor and BNSF Railway Company, as Lessee.**

**A fee of thirty-five dollars (\$35.00) is enclosed. Please time and date stamp the enclosed copy the enclosed document along with the extra copy of this letter as proof of filing and recordation of the enclosed document and return the original and any extra copies of such document and this letter not needed by the Board for recordation to:**

**Robert Alvord, Esq.  
Alvord and Alvord  
1050 Seventeenth Street, N.W.  
Suite 301  
Washington, D.C. 20036**

**If you have any questions or need further information, please do not hesitate to contact the undersigned at (312) 845-3429.**

**Sincerely,**

**CHAPMAN AND CUTLER LLP**

By   
**Patrick Vining**

**Enclosures**

**EXHIBIT A**  
**UNITS**

<b>EQUIPMENT TYPE</b>	<b>EQUIPMENT DESCRIPTION</b>	<b>QUANTITY</b>	<b>REPORTING MARKS</b>
Type F Equipment	Gunderson Covered Hoppers	402	BNSF 486532, BNSF 486558, BNSF 486598 through BNSF 486997, inclusive

DEC 12 '07 -8 30 AM

**MEMORANDUM OF LEASE SUPPLEMENT NO. 2  
(BNSF 2007-L)****SURFACE TRANSPORTATION BOARD**

Memorandum of Lease Supplement No. 2, made and entered into as of December 13, 2007, by and between First Chicago Leasing Corporation, a Delaware corporation, as Lessor ("*Lessor*"), and BNSF Railway Company, a Delaware corporation, as Lessee ("*Lessee*").

**WITNESSETH:**

1. The undersigned have entered into that certain Equipment Lease Agreement (BNSF 2007-L), dated as of October 1, 2007 (as amended, supplemented or modified, the "*Lease Agreement*").

2. A memorandum of said Lease Agreement was recorded with the Surface Transportation Board pursuant to Section 11301 of Title 49 of the United States Code.

3. The undersigned have entered into that certain Lease Supplement No. 2 (BNSF 2007-L), dated December 13, 2007, whereby the terms and provisions of the above-described Lease Agreement are made applicable to certain railroad equipment bearing reporting marks as listed on Exhibit A attached hereto:

Memorandum of Lease Supplement No. 2 (BNSF 2007-L)  
(STB)

IN WITNESS WHEREOF, the parties hereto have each caused this memorandum to be duly executed by their respective officers duly authorized as of the date and year first above written.

FIRST CHICAGO LEASING CORPORATION

By Victoria B. Dal Santo

Name: Victoria B. Dal Santo

Title: Vice President

Executed on this 5<sup>th</sup> day of December, 2007.

BNSF RAILWAY COMPANY

By \_\_\_\_\_

Name: Todd Bailey

Title: Director-Finance

Executed on this \_\_\_\_ day of December, 2007.

Memorandum of Lease Supplement No. 2 (BNSF 2007-L)  
(STB)

IN WITNESS WHEREOF, the parties hereto have each caused this memorandum to be duly executed by their respective officers duly authorized as of the date and year first above written.

FIRST CHICAGO LEASING CORPORATION

By \_\_\_\_\_  
Name:  
Title:

Executed on this \_\_\_\_ day of December, 2007.

BNSF RAILWAY COMPANY

By  \_\_\_\_\_  
Name: Todd Bailey  
Title: Director-Finance

Executed on this 6<sup>th</sup> day of December, 2007.

Memorandum of Lease Supplement No. 2 (BNSF 2007-L)  
(STB)  
(Notary)

STATE OF ILLINOIS )

) SS.:

COUNTY OF COOK )

On this, the 5th day of December, 2007, before me, a Notary Public in and for said County and State, personally appeared Victoria B. Dal Santo, who being by me duly sworn, says that (s)he is the Vice President of FIRST CHICAGO LEASING CORPORATION, that said instrument was signed on December 5, 2007 on behalf of said corporation by authority of its Board of Directors, and (s)he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.



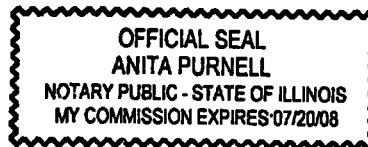
Name: Anita Purnell

Notary Public

My Commission Expires: July 20, 2008

Residing in Chicago, IL

(SEAL)



STATE OF TEXAS )

) SS:

COUNTY OF TARRANT )

On this \_\_\_\_ day of December, 2007, before me personally appeared Todd Bailey to me personally known, who being by me duly sworn, says that he is the Director-Finance of BNSF RAILWAY COMPANY, that said instrument was signed on December \_\_, 2007, on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.

Name: \_\_\_\_\_

Notary Public –

My Commission Expires:

Residing in

(SEAL)

Memorandum of Lease Supplement No. 2 (BNSF 2007-L)  
(STB)  
(Notary)

STATE OF \_\_\_\_\_ )  
 ) SS.:  
COUNTY OF \_\_\_\_\_ )

On this, the \_\_\_\_ day of December, 2007, before me, a Notary Public in and for said County and State, personally appeared \_\_\_\_\_, who being by me duly sworn, says that (s)he is the \_\_\_\_\_ of FIRST CHICAGO LEASING CORPORATION, that said instrument was signed on December \_\_\_\_, 2007 on behalf of said corporation by authority of its Board of Directors, and (s)he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.

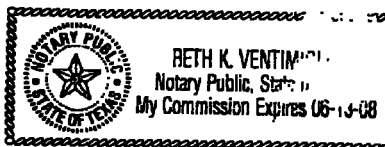
\_\_\_\_\_  
Name:  
Notary Public  
My Commission Expires:  
Residing in \_\_\_\_\_  
(SEAL)

STATE OF TEXAS )  
 ) SS:  
COUNTY OF TARRANT )

On this 6<sup>th</sup> day of December, 2007, before me personally appeared Todd Bailey to me personally known, who being by me duly sworn, says that he is the Director-Finance of BNSF RAILWAY COMPANY, that said instrument was signed on December 6<sup>th</sup>, 2007, on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.

Beth K. Ventimiglia  
Name:  
Notary Public - Beth K. Ventimiglia  
My Commission Expires: 6/13/08  
Residing in \_\_\_\_\_  
(SEAL)





**EXHIBIT A**  
**UNITS**

<b>EQUIPMENT TYPE</b>	<b>EQUIPMENT DESCRIPTION</b>	<b>QUANTITY</b>	<b>REPORTING MARKS</b>
Type F Equipment	Gunderson Covered Hoppers	402	BNSF 486532, BNSF 486558, BNSF 486598 through BNSF 486997, inclusive

**CERTIFICATION**

I, Robert W. Alvord, attorney licensed to practice in the State of New York and the District of Columbia, do hereby certify under penalty of perjury that I have compared the attached copy with the original thereof and have found the copy to be complete and identical in all respects to the original document.

Dated: 12/12/07



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Robert W. Alvord